

RECORDATION NO. 27137-A FILED

SEP 25 '09

11-20 AM

VIA UPS 2<sup>nd</sup> DAY AIR

## FIRST UNION RAIL

## SURFACE TRANSPORTATION BOARD

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel. 847.318.7575  
Fax. 847.318.7588

September 22, 2009

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, DC 20024



Re: Amendment to Memorandum of Assignment of Lease

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Assignment of Lease dated August 28, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Assignment of Lease which was duly filed with the Surface Transportation Board on August 31, 2007 at 12:45 p.m. under Recordation Number 27137. The names and addresses of the parties to the enclosed document are:

Lessee: Redfield Energy, LLC  
38650 171<sup>st</sup> Street  
Redfield, SD 57469

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is for seventy three (73) 6351 cu. ft. covered quadruple hopper cars with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(RE FILED)

ASSIGN: REDE001

SEP 25 '09

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SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF LEASE  
(Surface Transportation Board)

THIS AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF LEASE (the "Memorandum") is made and entered into as of this the 28 day of AUGUST, 2009, by FIRST UNION RAIL CORPORATION, a North Carolina corporation, as successor in interest to Trinity Industries Leasing Company (the "Lessor"), and REDFIELD ENERGY, LLC (the "Lessee").

**WITNESSETH:**

WHEREAS, the Lessor and the Lessee entered into that certain Railroad Car Lease Agreement and Rider One (1) both dated as of December 18, 2006 (together, the "Lease"), as assigned, amended, modified, supplemented and/or replaced from time to time, covering the railcars listed on Schedule 1 attached hereto (the "Equipment") pursuant to a Memorandum of Assignment of Lease filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on August 31, 2007 at 12:45 p.m. under Recordation Number 27137; and

WHEREAS, the Equipment subject to the Lease has been remarked and renumbered, and two railcars have been destroyed:

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

SCHEDULE 1 to the Assignment and the Lease is hereby deleted in its entirety and replaced with the attached revised SCHEDULE 1; and

Except as amended hereby, the terms and conditions of such Assignment and Lease remain in full force and effect; and

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

[The remainder of this page has been intentionally left blank.]

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulska  
Name: SUSAN GROKULSKY  
Title: ASSISTANT DIRECTOR  
OF DOCUMENTATION

By: [Signature]  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this 4<sup>th</sup> day of September 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

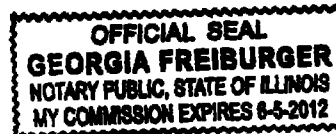
I, Georgia Freiburger, a Notary Public of the County  
and State aforesaid, certify that John J. Thomas personally  
appeared before me this day and acknowledged his due execution of the foregoing Amendment to  
Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this 4<sup>th</sup> day of September 2009.

[Signature]  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

REDFIELD ENERGY, LLC

ATTEST:

By: [Signature]

Name: ROBERT MAGSTADT

Title: DIRECTOR OF ENERGY COMMUNITIES

By: [Signature]  
Name: JAMES A. SEURER  
Title: CEO

Executed on this 23 day of AUG, 2009.

[CORPORATE SEAL]

STATE OF South Dakota  
COUNTY OF Codington

I, Marcy Kohle, a Notary Public of the County  
and State aforesaid, certify that JAMES A. SEURER personally  
appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to  
Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this 28 day of August, 2009.

[Signature]  
Notary Public

My Commission Expires:  
February 4, 2014

(Notary Public)

**SCHEDULE 1 – AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF LEASE**

NUMBER OF CARS:                Seventy-three (73)

DESCRIPTION OF CARS:        6351 cu. ft. covered quadruple hopper cars

CAR NUMBERS:                See conversion list below:

<b>CAR COUNT</b>	<b>CURRENT CAR MARK/NUMBER</b>	<b>PREVIOUS CAR MARK/NUMBER</b>
1	NDYX 863450	TILX 636833
2	NDYX 863451	TILX 636834
3	NDYX 863452	TILX 636835
4	NDYX 863453	TILX 636836
5	NDYX 863454	TILX 636837
6	NDYX 863455	TILX 636838
7	NDYX 863456	TILX 636839
8	NDYX 863457	TILX 636840
9	NDYX 863458	TILX 636841
10	NDYX 863459	TILX 636842
11	NDYX 863460	TILX 636843
12	NDYX 863461	TILX 636844
13	NDYX 863462	TILX 636845
14	NDYX 863463	TILX 636846
15	NDYX 863464	TILX 636847
16	NDYX 863465	TILX 636848
17	NDYX 863466	TILX 636849
18	NDYX 863467	TILX 636850
19	NDYX 863468	TILX 636851
20	NDYX 863469	TILX 636852
21	NDYX 863470	TILX 636853
22	NDYX 863471	TILX 636854
23	NDYX 863472	TILX 636855
24	NDYX 863473	TILX 636856
25	NDYX 863474	TILX 636857
26	NDYX 863475	TILX 636858
27	NDYX 863476	TILX 636859
28	NDYX 863477	TILX 636860
29	NDYX 863478	TILX 636861
30	NDYX 863479	TILX 636862
31	NDYX 863480	TILX 636863
32	NDYX 863481	TILX 636864
33	NDYX 863482	TILX 636865
34	NDYX 863483	TILX 636866
35	NDYX 863484	TILX 636867
36	NDYX 863485	TILX 636868
37	NDYX 863486	TILX 636869
38	NDYX 863487	TILX 636870

**SCHEDULE 1 – AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF LEASE**

39	NDYX	863488	TILX	636871
40	NDYX	863489	TILX	636872
41	NDYX	863490	TILX	636873
42	NDYX	863491	TILX	636874
43	NDYX	863492	TILX	636875
44	NDYX	863493	TILX	636876
45	NDYX	863494	TILX	636877
46	NDYX	863495	TILX	636878
47	NDYX	863496	TILX	636879
48	NDYX	863497	TILX	636880
49	NDYX	863498	TILX	636881
50	NDYX	863499	TILX	636882
51	NDYX	863500	TILX	636883
52	NDYX	863501	TILX	636884
53	NDYX	863502	TILX	636885
54	NDYX	863503	TILX	636886
55	NDYX	863504	TILX	636887
56	NDYX	863506	TILX	636889
57	NDYX	863508	TILX	636891
58	NDYX	863509	TILX	636892
59	NDYX	863510	TILX	636893
60	NDYX	863511	TILX	636894
61	NDYX	863512	TILX	636895
62	NDYX	863513	TILX	636896
63	NDYX	863514	TILX	636897
64	NDYX	863515	TILX	636898
65	NDYX	863516	TILX	636899
66	NDYX	863517	TILX	636900
67	NDYX	863518	TILX	636901
68	NDYX	863519	TILX	636902
69	NDYX	863520	TILX	636903
70	NDYX	863521	TILX	636904
71	NDYX	863522	TILX	636905
72	NDYX	863523	TILX	636906
73	NDYX	863524	TILX	636907

**Destroyed Railcars**

TILX 636888

TILX 636890